

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

In re:	§	
	§	
BPP TEXAS, LLC, <i>ET AL.</i> ,	§	Case No. 10-44378
	§	
Debtors.	§	Jointly Administered
	§	

**DEBTORS' WITNESS AND EXHIBIT LIST FOR  
HEARING ON CONFIRMATION OF DEBTORS' SECOND  
AMENDED JOINT CONSOLIDATED PLAN OF REORGANIZATION**

COME NOW BPP Texas, LLC, BPP Illinois, LLC, BPP Iowa, LLC, BPP Michigan, LLC, BPP Minnesota, LLC, and BPP Wisconsin, LLC (collectively, the "Debtors"), and file this their designation of witnesses and exhibits for the hearings scheduled from September 26, 2011 through September 29, 2011 in the above styled and numbered jointly administered bankruptcy case.

**I. WITNESSES**

1. Fred Branovan;
2. Thomas J. LaVelle;
3. Kyle Stevenson;
4. Chris Dixon;
5. Tony Harding;
6. Miguel Rivera;
7. Albert Conly;
8. Joe Jeffery;
9. Corporate Representative of Citizens Bank of Pennsylvania;
10. any rebuttal witnesses; and

11. any person designated as a witness by any other party.

## **II. EXHIBITS**

1. Affidavit of Mark VanOsdol, with all exhibits thereto;
2. Debtors' Franchise Agreements;
3. Interstate Management Agreement(s);
4. Janus Management Agreement(s);
5. FFC Asset Management Agreement(s);
6. Debtors' Statements of Financial Affairs;
7. Debtors' Schedules;
8. Debtors' Monthly Operating Reports;
9. Reserved;
10. Reserved;
11. Debtors' Second Amended Joint Consolidated Plan of Reorganization (the "Plan");
12. Debtors' modifications to the Plan;
  - A. Modification No. 1;
  - B. Modification No. 2;
13. Debtors' Disclosure Statement in Support of the Plan ("Disclosure Statement");
  - A. Exhibit A to Disclosure Statement;
  - B. Exhibit B to Disclosure Statement;
  - C. Exhibit C to Disclosure Statement;
  - D. Exhibit D to Disclosure Statement;
14. Order Approving Disclosure Statement, Setting Confirmation Deadlines and Hearing, and Specifying Confirmation Discovery;
15. Omnibus Certificate of Service of Solicitation Package ("Certificate of Service");
  - A. Exhibit A to Certificate of Service;
  - B. Exhibit B to Certificate of Service;
  - C. Exhibit C to Certificate of Service;
  - D. Exhibit D to Certificate of Service;
  - E. Exhibit E to Certificate of Service;

- F. Exhibit F to Certificate of Service;
- 16. Ballot Summary;
- 17. Certificate of Formation of BPP Plan Funding, LLC;
- 18. Limited Liability Company Agreement of BPP Plan Funding, LLC;
- 19. Debtors' account detail for BPP Plan Funding, LLC;
- 20. BPP Plan Funding, LLC's letter of credit to Citizens;
- 21. BPP Plan Funding, LLC's letter of credit to franchisors;
- 22. Notice of Plan Funder Ownership;
- 23. Notice of Plan Funder Capitalization;
- 24. 2007 CBRE Richard Ellis Self-Contained Appraisal Reports;
- 25. Update to 2010 Cushman & Wakefield 22 Hotel Portfolio Appraisal;
- 26. National Valuation Consultants, Inc.'s Summary of Findings – Appraisals of the FFC Portfolio of 22 Hotels;
- 27. National Valuation Consultants, Inc.'s detailed appraisals;
- 28. U.S. Hotel Appraisals' BPP Portfolio Value Summary;
- 29. U.S. Hotel Appraisals' Self-Contained Appraisal Reports;
- 30. Debtors' plan projections;
  - A. Cash Flow;
  - B. Multiplier Used;
  - C. Room Revenue;
  - D. NOI;
  - E. Class 2 Claims;
  - F. Room Revenue With Sales;
  - G. NOI With Sales;
  - H. Class 2 Claims With Sales;
  - I. Sales;
- 31. Citizens Motion for Relief from Stay (without exhibits);
- 32. Second Expert Report of Lisa M. Poulin dated March 28, 2011;

33. HVS's Reorganization Plan Review;
34. HVS's Rebuttal to NVC Review of BPP's Reorganization Plan;
35. Expert Report of Albert S. Conly;
36. Rebuttal Report of Albert S. Conly in Response to the Third Expert Report of Lisa M. Poulin Dated July 7, 2011;
37. Expert Report of Kyle S. Stevenson Regarding Plan Sales Feasibility;
38. Transcript from Lisa M. Poulin's testimony on April 8, 2011 hearing on Citizens Bank of Pennsylvania's motion to lift stay;
39. Transcript from Diane M. Kapsha's testimony on January 19, 2011 hearing on Debtors' motion for final usage of cash collateral;
40. Transcript of June 13, 2011 hearing on Disclosure Statement;
41. Emergency Petition for Appointment of a Temporary Receiver;
42. Additional Receiver Petitions filed by Citizens;
43. Citizens Third Party Complaint;
44. Debtors' Claims Registers;
  - A. BPP Iowa, LLC
  - B. BPP Michigan, LLC
  - C. BPP Minnesota, LLC
  - D. BPP Texas, LLC
  - E. BPP Wisconsin, LLC
  - F. BPP Illinois
45. Stephanie Pringle's proof of claim;
46. Stephanie Pringle's EEOC claims;
47. EEOC's dismissals and decision regarding Stephanie Pringle's EEOC claims;
48. Sale Agreement for Austin Property;
49. Order Approving Sale of Austin Property;
50. Hunter Realty Brokerage Agreement;
51. Order Approving Retention of Hunter;

52. Voyager Inn, Inc. Lease with BPP Wisconsin, LLC;
53. Purchase and Sale Agreement (PSA) (Baymont Inn & Suites, O'Hare);
54. Third Expert Report of Lisa M. Poulin;
55. Fourth Expert Report of Lisa M. Poulin;
56. Order Granting Motion of BPP Wisconsin, LLC to Assume Nonresidential Real Property lease and Franchise Agreement;
57. Final Commercial Closing Statement for sale of Austin property;
58. 30(b) Deposition of Citizens Bank of Pennsylvania;
59. All exhibits designated by any other party; and
60. All pleadings, filings, and other documents filed of record in the Bankruptcy Cases.

The Debtors reserve their right to amend or supplement the foregoing list of witnesses and exhibits.

RESPECTFULLY SUBMITTED this 21st day of September 2011.

**MUNSCH HARDT KOPF & HARR, P.C.**

By: /s/ Davor Rukavina  
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**ATTORNEYS FOR THE  
DEBTORS-IN-POSSESSION**

### **CERTIFICATE OF SERVICE**

The undersigned hereby certifies that, on the 21st day of September, 2011, true and correct copies of this document were electronically served on parties entitled to notice thereof by the Court's ECF system, including Jacob Newton, Esq., counsel of record for Citizens Bank, and that, additionally, true and correct copies of all documents listed above were served on Mr. Newton prior to or on said date.

By: /s/ Davor Rukavina  
Davor Rukavina